

RECORDATION NO. 27036 -BB
FILED

FEB 27 '08 -4 45 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

February 27, 2008

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: TRIP 9th Funding

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment and Assumption Agreement, dated as of February 27, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement being filed with the Board under Recordation Number 27036-Z.

The names and addresses of the parties to the enclosed document are:

Buyer/Assignee: TRIP Rail Leasing LLC
2525 Stemmons Freeway
Dallas, Texas 75207

Seller/Assignor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, Texas 75207

Anne K. Quinlan, Esq.
February 27, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

156 railcars within the following series as more particularly set forth in the attachment to the document:

TILX 006003 – TILX 006052 (inclusive)
TILX 200670 – TILX 200681 (inclusive)
TILX 200852 – TILX 200855 (inclusive)
TILX 420117 – TILX 420196 (inclusive)
TILX 641391 – TILX 642112

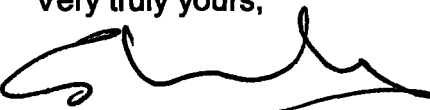
A short summary of the document to appear in the index is:

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/anm
Enclosures

FEB 27 '08

-4 45 PM

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

SURFACE TRANSPORTATION BOARD

TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (the "Seller"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRIP Rail Leasing LLC, a Delaware limited liability company (the "Buyer"), under the Purchase and Sale Agreement (the "Purchase and Sale Agreement") dated as of June 27, 2007 among the Seller and the Buyer, at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Buyer and its successors and assigns all right, title, and interest of the Seller, in and to (x) certain Railcars set forth on Exhibit A and (y) any Leases related thereto set forth on Exhibit B and (z) other certain assets set forth on Exhibit C and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to the Seller with respect to the Railcars by the manufacturer thereof. The Buyer hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of the Seller under the Leases.

To have and to hold all and singular the rights to such Railcars and such Leases to the Buyer and its successors and assigns for their own use and behalf forever.

The Seller hereby warrants to the Buyer and its successors and assigns that, at the time of delivery of the Railcars and the assignment and assumption of such Leases, the Seller has legal and beneficial title thereto and good and lawful right to sell and otherwise convey such Railcars and to assign such Leases, and such Railcars and such Leases are free and clear of all Liens (other than Permitted Liens); provided, that the Seller covenants that it will defend forever such title to such Railcars and such Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of such Railcars and the assignment of such Leases by the Seller hereunder. Notwithstanding the provisions above and its and the Buyer's intent that the Seller grant, bargain, sell, transfer, assign and set over to the Buyer all right, title and interest of the Seller in such Railcars and such Leases, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, the Seller hereby also grants the Buyer a security interest in such Railcars and such Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Purchase and Sale Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Buyer of all right, title and interest of the Seller in such Railcars and such Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Purchase and Sale Agreement.

THIS BILL OF SALE SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTION 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING, TO THE MAXIMUM EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE HAS BEEN DELIVERED IN THE STATE OF NEW YORK.

* * *

IN WITNESS WHEREOF, the Seller and the Buyer have caused this instrument to be executed in its name, by a duly authorized officer on the 27th day of February, 2008.

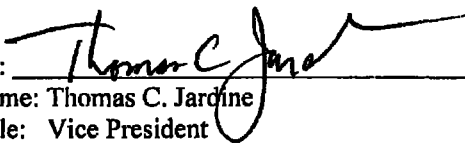
TRINITY INDUSTRIES LEASING COMPANY

By: 
Name: James E. Perry
Title: Treasurer

TRIP RAIL LEASING LLC

By: TRIP Rail Holdings LLC, its Managing Member

By: Trinity Industries Leasing Company, its
Manager

By: 
Name: Thomas C. Jardine
Title: Vice President

ACKNOWLEDGMENT

STATE OF Texas)

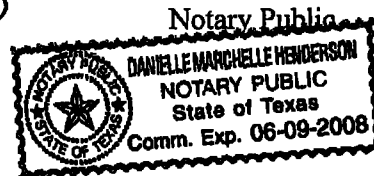
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared James E. Perry, who upon oath, acknowledged himself to be Treasurer of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the corporation by her/himself as such officer of TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 27th day of February, 2008.

Danielle Henderson

MY COMMISSION EXPIRES: 6/9/08



ACKNOWLEDGMENT

STATE OF Texas)

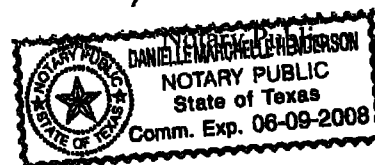
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Thomas C. Jardine, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, the manager of TRIP Holdings LLC, a Delaware limited liability company, which is the managing member of TRIP Leasing LLC, a Delaware limited liability company, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the corporation by her/himself as a such officer TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 27th day of February, 2008.

Danielle Henderson

MY COMMISSION EXPIRES: 6/9/08



SCHEDULE A
to Bill of Sale and Assignment and Assumption Agreement

PURCHASE PRICE

The parties consider the Purchase Price confidential and it is omitted from any filing of this Bill of Sale and Assignment and Assumption Agreement with the Surface Transportation Board or the Office of the Registrar General of Canada.

[Bill of Sale and Assignment and Assumption Agreement (TILC)]

EXHIBIT A

to Bill of Sale and Assignment and Assumption Agreement

RAILCARS

[see attached]

TRIP RAIL LEASING LLC

Close 9

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX006003	2739	October-06	Freight
2	TILX006004	2739	September-06	Freight
3	TILX006005	2739	September-06	Freight
4	TILX006006	2739	September-06	Freight
5	TILX006007	2739	September-06	Freight
6	TILX006008	2739	September-06	Freight
7	TILX006009	2739	September-06	Freight
8	TILX006010	2739	September-06	Freight
9	TILX006011	2739	September-06	Freight
10	TILX006012	2739	September-06	Freight
11	TILX006013	2739	September-06	Freight
12	TILX006014	2739	September-06	Freight
13	TILX006015	2739	September-06	Freight
14	TILX006016	2739	September-06	Freight
15	TILX006017	2739	September-06	Freight
16	TILX006018	2739	September-06	Freight
17	TILX006019	2739	September-06	Freight
18	TILX006020	2739	September-06	Freight
19	TILX006021	2739	September-06	Freight
20	TILX006022	2739	September-06	Freight
21	TILX006023	2739	September-06	Freight
22	TILX006024	2739	September-06	Freight
23	TILX006025	2739	September-06	Freight
24	TILX006026	2739	September-06	Freight
25	TILX006027	2739	September-06	Freight
26	TILX006028	2739	September-06	Freight
27	TILX006029	2739	September-06	Freight
28	TILX006030	2739	September-06	Freight
29	TILX006031	2739	September-06	Freight
30	TILX006032	2739	September-06	Freight
31	TILX006033	2739	September-06	Freight
32	TILX006034	2739	September-06	Freight
33	TILX006035	2739	September-06	Freight
34	TILX006036	2739	September-06	Freight
35	TILX006037	2739	September-06	Freight
36	TILX006038	2739	September-06	Freight
37	TILX006039	2739	September-06	Freight
38	TILX006040	2739	September-06	Freight
39	TILX006041	2739	September-06	Freight
40	TILX006042	2739	September-06	Freight
41	TILX006043	2739	September-06	Freight
42	TILX006044	2739	September-06	Freight
43	TILX006045	2739	September-06	Freight
44	TILX006046	2739	September-06	Freight
45	TILX006047	2739	September-06	Freight
46	TILX006048	2739	September-06	Freight

TRIP RAIL LEASING LLC
Close 9

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
47	TILX006049	2739	September-06	Freight
48	TILX006050	2739	September-06	Freight
49	TILX006051	2739	October-06	Freight
50	TILX006052	2739	October-06	Freight
51	TILX200852	3805	September-07	Tank
52	TILX200853	3805	September-07	Tank
53	TILX200854	3805	September-07	Tank
54	TILX200855	3805	September-07	Tank
55	TILX641391	43830	November-07	Freight
56	TILX641410	43830	November-07	Freight
57	TILX641420	43830	November-07	Freight
58	TILX641436	43830	November-07	Freight
59	TILX642055	43830	November-07	Freight
60	TILX642092	43830	November-07	Freight
61	TILX642095	43830	November-07	Freight
62	TILX642102	43830	November-07	Freight
63	TILX642107	43830	November-07	Freight
64	TILX642112	43830	November-07	Freight
65	TILX420117	36745	September-06	Freight
66	TILX420118	36745	September-06	Freight
67	TILX420119	36745	September-06	Freight
68	TILX420120	36745	September-06	Freight
69	TILX420121	36745	September-06	Freight
70	TILX420122	36745	September-06	Freight
71	TILX420123	36745	September-06	Freight
72	TILX420124	36745	September-06	Freight
73	TILX420125	36745	September-06	Freight
74	TILX420126	36745	September-06	Freight
75	TILX420127	36745	September-06	Freight
76	TILX420128	36745	September-06	Freight
77	TILX420129	36745	September-06	Freight
78	TILX420130	36745	September-06	Freight
79	TILX420131	36745	September-06	Freight
80	TILX420132	36745	September-06	Freight
81	TILX420133	36745	September-06	Freight
82	TILX420134	36745	September-06	Freight
83	TILX420135	36745	September-06	Freight
84	TILX420136	36745	September-06	Freight
85	TILX420137	36745	September-06	Freight
86	TILX420138	36745	September-06	Freight
87	TILX420139	36745	September-06	Freight
88	TILX420140	36745	September-06	Freight
89	TILX420141	36745	September-06	Freight
90	TILX420142	36745	September-06	Freight
91	TILX420143	36745	September-06	Freight
92	TILX420144	36745	September-06	Freight

TRIP RAIL LEASING LLC

Close 9

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
93	TILX420145	36745	September-06	Freight
94	TILX420146	36745	September-06	Freight
95	TILX420147	36745	September-06	Freight
96	TILX420148	36745	September-06	Freight
97	TILX420149	36745	September-06	Freight
98	TILX420150	36745	September-06	Freight
99	TILX420151	36745	September-06	Freight
100	TILX420152	36745	September-06	Freight
101	TILX420153	36745	September-06	Freight
102	TILX420154	36745	September-06	Freight
103	TILX420155	36745	September-06	Freight
104	TILX420156	36745	September-06	Freight
105	TILX420157	36745	September-06	Freight
106	TILX420158	36745	September-06	Freight
107	TILX420159	36745	September-06	Freight
108	TILX420160	36745	September-06	Freight
109	TILX420161	36745	September-06	Freight
110	TILX420162	36745	September-06	Freight
111	TILX420163	36745	September-06	Freight
112	TILX420164	36745	September-06	Freight
113	TILX420165	36745	September-06	Freight
114	TILX420166	36745	September-06	Freight
115	TILX420167	36745	September-06	Freight
116	TILX420168	36745	September-06	Freight
117	TILX420169	36745	September-06	Freight
118	TILX420170	36745	September-06	Freight
119	TILX420171	36745	September-06	Freight
120	TILX420172	36745	September-06	Freight
121	TILX420173	36745	September-06	Freight
122	TILX420174	36745	September-06	Freight
123	TILX420175	36745	September-06	Freight
124	TILX420176	36745	September-06	Freight
125	TILX420177	36745	September-06	Freight
126	TILX420178	36745	September-06	Freight
127	TILX420179	36745	September-06	Freight
128	TILX420180	36745	September-06	Freight
129	TILX420181	36745	September-06	Freight
130	TILX420182	36745	September-06	Freight
131	TILX420183	36745	September-06	Freight
132	TILX420184	36745	September-06	Freight
133	TILX420185	36745	September-06	Freight
134	TILX420186	36745	September-06	Freight
135	TILX420187	36745	September-06	Freight
136	TILX420188	36745	September-06	Freight
137	TILX420189	36745	September-06	Freight
138	TILX420190	36745	September-06	Freight

TRIP RAIL LEASING LLC**Close 9****Exhibit A**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
139	TILX420191	36745	September-06	Freight
140	TILX420192	36745	September-06	Freight
141	TILX420193	36745	September-06	Freight
142	TILX420194	36745	September-06	Freight
143	TILX420195	36745	September-06	Freight
144	TILX420196	36745	September-06	Freight
145	TILX200670	7959	July-07	Tank
146	TILX200671	7959	July-07	Tank
147	TILX200672	7959	July-07	Tank
148	TILX200673	7959	July-07	Tank
149	TILX200674	7959	July-07	Tank
150	TILX200675	7959	July-07	Tank
151	TILX200676	7959	August-07	Tank
152	TILX200677	7959	July-07	Tank
153	TILX200678	7959	August-07	Tank
154	TILX200679	7959	August-07	Tank
155	TILX200680	7959	August-07	Tank
156	TILX200681	7959	August-07	Tank

[Bill of Sale and Assignment and Assumption Agreement (TILC)]

EXHIBIT B

to Bill of Sale and Assignment and Assumption Agreement

LEASES

[see attached]

Exhibit B

Leases

1. Fifty (50) units identified with marks TILX 6003 – 6052 leased pursuant to Rider Fifty-two (52) to that certain Railroad Car Lease Agreement dated May 17, 1979 between Trinity Industries Leasing Company and Cargill, Inc.
2. Four (4) units identified with marks TILX 200852 – 200855 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated January 12, 2006 between Trinity Industries Leasing Company and Evonik Degussa Corporation.
3. Ten (10) units identified with marks TILX 641391, TILX 641410, TILX 641420, TILX 641436, TILX 642055, TILX 642092, TILX 642095, TILX 642102, TILX 642107, and TILX 642112 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 25, 2007 between Trinity Industries Leasing Company and Heartland Grain Fuels, LP.
4. Eighty (80) units identified with marks TILX 420117 – 420196 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated August 10, 2006 between Trinity Industries Leasing Company and Logistica Integral en Transportacion, S.A. de C.V.
5. Twelve (12) units identified with marks TILX 200670 – 200681 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated July 24, 2002 between Trinity Industries Leasing Company and NA Industries, Inc.

[Bill of Sale and Assignment and Assumption Agreement (TILC)]

EXHIBIT C

to Bill of Sale and Assignment and Assumption Agreement